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**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF VIRGINIA
NEWPORT NEWS DIVISION**

In re:

CARTER'S GROVE, LLC,

Debtor.

Case No.: 11-51330-SCS

Chapter 11

**ORDER GRANTING SECOND INTERIM AND FINAL APPLICATION OF PACHULSKI
STANG ZIEHL & JONES LLP FOR COMPENSATION FOR SERVICES RENDERED
AND REIMBURSEMENT OF EXPENSES AS COUNSEL FOR CARTER'S GROVE, LLC
FOR THE PERIOD FEBRUARY 14, 2011 THROUGH APRIL 5, 2012**

This matter came before the Court upon Pachulski Stang Ziehl & Jones LLP's ("PSZ&J")

*Second Interim and Final Application for Allowance of Compensation and Reimbursement of
Expenses as Counsel for the Debtor for the Period of February 14, 2011 through April 5, 2012*
(the "Application")¹ and it appearing to the Court that (i) proper notice of the Application has
been provided to all necessary parties, (ii) no objections to the Application have been filed, or if
filed have been resolved or overruled, and (iii) the request for compensation and reimbursement of
expenses as allowed herein is reasonable and appropriate under the circumstances; it is hereby

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

ORDERED, ADJUDGED AND DECREED that:

1. The Application is approved and granted in its entirety, subject to the provisions of this Order.

2. The request for final compensation, previously allowed on an interim basis, in the total amount of \$554,164.88 for fees incurred and reimbursement of expenses in the total amount of \$19,736.64 is hereby allowed on a final basis for the period February 14, 2011 through October 31, 2011, and these amounts are allowed administrative expense claims pursuant to section 503 of the Bankruptcy Code in this case.

3. The request for final compensation in the total amount of \$96,809.50 for fees incurred and reimbursement of expenses in the total amount of \$1,981.67 is hereby allowed on a final basis for the period November 1, 2011 through April 5, 2012 (withdrawal of request for compensation in the amount of \$20,000 for preparing for and attending the hearing on July 23 2013 having occurred), and these amounts are allowed administrative expense claims pursuant to section 503 of the Bankruptcy Code in this case.

4. Pursuant to the provisions of the settlement agreements entered into by and between the Chapter 11 Trustee, AVN Air, LLC, Sothebys, Inc., and/or the Debtor's retained professionals [see Doc. No. 418], the Debtor and/or the Chapter 11 Trustee are authorized and directed to pay to PSZ&J the amounts of compensation and reimbursement of expenses allowed herein as administrative expenses, to the extent that such fees and expenses have not already been paid.

5. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry and any applicable stay is waived.

Dated: Aug 7 2013
Norfolk, Virginia

/s/ Stephen C. St.John
United States Bankruptcy Judge

Entered on Docket: Aug 8 2013

I ask for this:

/s/ Robert S. Westermann
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Counsel for the Debtor, Carter's Grove, LLC

Seen and Agreed:

/s/ Kenneth N. Whitehurst, III (signature authorized)
Debera F. Conlon (VSB No. 20837)
Kenneth N. Whitehurst, III (VSB No. 48919)
Office of the United States Trustee
200 Granby Street, Room 625
Norfolk, VA 23510
Phone: (757) 441-6012
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Assistant U.S. Trustee

Seen and Agreed:

/s/ Craig M. Palik (signature authorized)
Craig M. Palik (VSB No. 45728)
McNamee, Hosea, Jernigan, Kim, & et al
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Counsel for Stanley J. Samorajczyk, Chapter 11 Trustee

CERTIFICATE OF ENDORSEMENT

I hereby certify, under Local Rule 9022-1, that the foregoing proposed Order has been endorsed by and/or served upon all necessary parties.

/s/ Robert S. Westermann
Counsel